

**TOWN CREEK ELEMENTARY SCHOOL
PARENT- TEACHER ORGANIZATION
BYLAWS**

Article I- Name

The name of this organization shall be Town Creek Elementary School Parent- Teacher Organization (PTO).

Article II- Purpose

The central purpose of the TCES PTO is to work toward the school improvement of TCES. All projects, discussions, and endeavors related to the PTO must be aimed at school improvement. At no time nor under any circumstances is the PTO to engage in any project, discussion, or endeavor, which would lend itself to the micromanagement of TCES. The PTO will also try to sponsor and put on programs that encourage school improvement.

Article III- Membership and Dues

Section 1. Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal and any teacher employed at the school may be a member and have voting rights. Members have one vote per household.

Section 2. Dues will be established by the executive board. A member must have paid his or her dues at least 14 calendar days before the meeting to be considered a member in good standing with voting rights.

Article IV- Officers

The TCES PTO will have the following officers: President, Vice President, Secretary, and Treasurer.

Section 1. President:

The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

Section 2. Vice President:

The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve. The vice president shall also oversee the committees of this organization. If there is no Community Engagement Coordinator position filled, the Vice President will assume the duties of that position

Section 3. Secretary:

The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

Section 4. Treasurer:

The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year.

Section 5. Community Engagement Coordinator:

The Community Engagement Coordinator will manage the social media accounts for the organization; create flyers and other advertising materials as directed by the Board and/or other committees to submit to the President; maintain a current PTO bulletin board at the school site; and make copies of any materials for school-wide distribution. This position will only be filled if all other executive board positions are filled, otherwise these responsibilities will fall under the purview of the Vice President.

Article V- Election of Officers/Terms of Office

Section 1. The TCES PTO officers will be elected for one-year terms to be served for that school year. Elections will be held at a general membership meeting in May/June of that school year. A majority vote will determine the officers. Prospective officers will be nominated at a prior meeting. Two people may share a board position (co-chair) if they and the nominating committee and/or members present at the election meeting are in agreement. No officers may serve more than two years in a row in that position. Newly elected officers will begin their terms in the first week of August of the year they are elected and will consult with former officers in the same position to facilitate a smooth transition.

Section 2. Eligibility. Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 3. Nominations and Elections. Elections will be held at the May or June meeting of the school year. The nominating committee will form no later than the April meeting. In April and May, the nominating committee will prepare a slate of prospective candidates for each office to be presented at the last meeting of the school year for a vote. At the last meeting of the year, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 4. Terms of Office. Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office.

Section 5. Removal From Office. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Section 6. Vacancies. If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting. If the position is shared by two people, the remaining officer may choose to hold the position on their own or request a vote for another co-officer in the position.

Article VI – Executive Board

Section 1. Membership. The Executive Board shall consist of the officers and school administrator.

Section 2. Duties. The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 3. Meetings. Regular meetings shall be held monthly, to be determined by the board. Special meetings may be called by any two board members, with 24 hours notice. Board meetings will be closed, including only officers and the school administrator only unless a committee chair has a specific purpose to attend and the board approves his or her attendance.

Section 4. Quorum. Half the number of board members plus one constitutes a quorum.

Article VII- Committees

The president may establish special committees based upon need with approval at a general meeting.

Section 1. Membership. Committees may consist of general members and board members, with the president acting as an ex officio member of all committees.

Section 2. Standing Committees. The following committees shall be held by the organization: Nominating, Spirit Nights, Audit.

Section 3. Additional Committees. The board may appoint additional temporary committees as needed for events, which will be dissolved upon completion of the event.

Article VIII- Meetings

Section 1. The TCES PTO will hold monthly general membership meetings each year. The Executive Committee will hold monthly executive meetings. The Executive Committee is authorized to vote accordingly to approve or disapprove any motion necessary at their regular scheduled executive meetings. All meeting minutes of the General Membership and Executive Committee meetings will be presented to the general membership at their regular scheduled meetings. Minutes made available prior to each meeting do not have to be read by the Secretary, however, copies of minutes of the prior month's meeting(s) must be available at each meeting.

Section 2. Special Meetings. Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, by email.

Section 3. Annual Meeting. The annual meeting will be held at the May regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

Section 4. Quorum. The quorum shall be 5 members of the organization.

Section 5. Notification of Meetings. The secretary will notify the members of the meetings via email at least one week prior to the meeting.

Article IX- Audit of Finances

Section 1. A tentative budget shall be drafted in spring for the following school year and approved at a fall meeting by a majority vote of the members present.

Section 2. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. The board shall approve all expenses of the organization. The PTO President shall be permitted to spend up to \$25 for PTO or school-related expenses without proposing the expense at a meeting, and will account for these purchases to the Executive Board at the next regularly scheduled meeting.

Section 4. Two authorized signatures shall be required on each check over the amount of \$250. Authorized signers shall be the president, treasurer, and principal.

Section 5. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

Section 6. The fiscal year shall coordinate with the school year.

Section 7. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

Article X- Amendments to the bylaws

A proposed amendment to the TCES PTO bylaws must be submitted in writing first to the Executive Committee who will then present it to the General Membership. The proposed amendment changes must be read and discussed at the next General Membership meeting. If three-fourths of the voting members (assuming a quorum) at the General Membership meeting approve the amendment, the bylaws shall be amended.

Article XI – Parliamentary Authority

Robert's Rules of Order shall govern meetings when meeting attendance is greater than 15 members, provided they are not in conflict with the organization's bylaws or any other special/standing rules.

Article XII – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

Article XIII – Conflict of Interest Policy

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

a. Interested Person. Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

a. Duty To Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

- i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy.

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- d. No person on the TCES PTO executive board will seek compensation for carrying out their responsibilities as part of the PTO.

Section 6. Annual Statements. Each director, principal officer, and member of a committee with governing board-delegated powers shall verbally affirm that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

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